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Miami, Fl.  
July 12th, 2002


FILED SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL 15 PM 3:59

State of Florida

Please record the following resignation letter as  
an amendment record.

For filing fees I do enclose a check \$ 35.00

Sincerely,



Charbel Charles Saliba,  
R2 Racing Inc.,  
13205 SW 137th Ave.  
Suite 108  
Miami, Fl. 33186  
Ph. 786 402-9179

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*O/D Resig.*

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**RESIGNATION OF DIRECTOR**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL 15 PM 3: 59

Date: July 12th, 2002

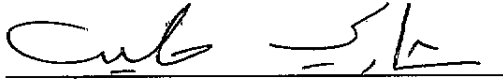
To: R2 Racing Inc.

From: Charbel Charles Saliba, President

Dear ladies and gentlemen,

I hereby resign as a Director of the Corporation, effective immediately

Sincerely,



Charbel Charles Saliba

Signed at Miami, Fl. this 12th day of July 2002 in my presence as a Notary Public for the State of Florida

